

Series Five

30

15195-K

15195-L

15195-K

TRINITY INDUSTRIES LEASING COMPANY

3910 Washington Avenue

Houston, Texas 77007

(713) 861-2955

RECORDATION NO

15195-K

FILED 1425

JUL 27 1990 - 1:05 PM

INTERSTATE COMMERCE COMMISSION

July 24, 1990

RECORDATION NO

FILED 1425

JUL 27 1990 - 1:05 PM

0-2084023

JUL 27 12:16 PM '90

Secretary

Interstate Commerce Commission

Twelfth Street and Constitution Avenue

Washington, D.C. 20423

Attention: Mrs. Mildred Lee, Room 2303

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (i) three (3) executed originals of an Assignment dated as of July 24, 1990 (to the Equipment Trust Agreement), dated as of March 15, 1987 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and RepublicBank Dallas (subsequently named First RepublicBank Dallas, N.A., now named NCNB Texas National Bank (the "Trustee") (as assignee of the Federal Deposit Insurance Corporation, as receiver for First RepublicBank Dallas, N.A.)), as Trustee between the Company and the Trustee (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations and (ii) three (3) executed originals of a Modification Agreement dated as of July 24, 1990 (to the Trust Agreement) between the Company and the Trustee (the "Modification Agreement"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment and Modification Agreement relate to the Trust Agreement, which was filed and recorded under Recordation Number 15195 on March 31, 1987, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 15195-A through 15195-J.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Mrs. Mildred Lee
Interstate Commerce Commission
July 24, 1990
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Trustee: NCNB Texas National Bank
NCNB Plaza
901 Main Street
16th Floor
Dallas, Texas 75202

We request that the Assignment be cross-indexed.

A description of the railroad equipment covered by (i) the Assignment is set forth in Exhibit A hereto and (ii) the Modification Agreement is set forth in Exhibit B hereto. The foregoing railroad equipment consists solely of railroad cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$30.00 to cover the required recordation fee.

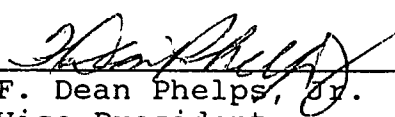
You are hereby authorized to deliver stamped copies of the Assignment not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the primary document to appear in the Commission's Index follows:

1. Primary Document. Assignment dated as of July 24, 1990, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars.
2. Secondary Document. Modification Agreement dated as of July 24, 1990, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, covering various railroad cars (relating to the Equipment Trust Agreement dated as of March 31, 1987 between Trinity Industries Leasing Company and RepublicBank Dallas, N.A.).

TRINITY INDUSTRIES LEASING COMPANY

By: _____


F. Dean Phelps, Jr.
Vice President

RECORDATION NO

FILED 1425

JUL 27 1990 -1 05 PM

INTERSTATE COMMERCE COMMISSION

MODIFICATION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST (SERIES 5)

Dated as of July 24, 1990

Between

NCNB TEXAS NATIONAL BANK, Trustee

and

TRINITY INDUSTRIES LEASING COMPANY

Modification Agreement

Modification Agreement dated as of July 24, 1990, (hereinafter called this "Modification Agreement"), between NCNB TEXAS NATIONAL BANK (as assignee of the Federal Deposit Insurance Corporation, receiver of First RepublicBank Dallas, N.A. formerly RepublicBank Dallas, N.A.), a national banking association, as trustee under the Trust Agreement (as hereinafter defined) (the bank or trust company acting from time to time as trustee under such Trust Agreement is herein called the "Trustee"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (herein called the "Company").

PRELIMINARY STATEMENT

The Company has sold, transferred and delivered certain railroad equipment (hereinafter called the "Trust Equipment") pursuant to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and RepublicBank Dallas, N.A., subsequently named First RepublicBank Dallas, N.A. All of the corporate trust business of First RepublicBank Dallas, N.A. has been assigned to NCNB Texas National Bank by the Federal Deposit Insurance Corporation (hereinafter called the "Trust Agreement").

Pursuant to the Trust Agreement the following documents were executed and delivered and recorded as described below:

- (a) The Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 15195;
- (b) An Assignment dated March 31, 1987 between the Company and the Trustee recorded with the ICC under record number 15195-A;
- (c) A Bill of Sale dated March 31, 1987 between the Company and the Trustee recorded with the ICC under record number 15195-B;
- (d) A Bill of Sale dated July 17, 1987 between the Company and the Trustee recorded with the ICC under record number 15195-C;
- (e) A Bill of Sale dated as of May 7, 1987 from the Company to the Trustee recorded with the ICC under record number 15195-D;
- (f) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of March 31, 1987, and filed with the Secretary of State of Texas on March 31, 1987 under file number 074190;

- (g) A Bill of Sale dated December 21, 1987 from the Trustee to Occidental Chemical Corporation recorded with the ICC under record number 15195-E;
- (h) A Partial Termination dated December 21, 1987 between the Company and the Trustee recorded with the ICC under record number 15195-F;
- (i) An Assignment dated as of July 19, 1989 between the Company and the Trustee recorded with the ICC under record number 15195-G;
- (j) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of July 19, 1989, and filed with the Secretary of State of Texas on July 21, 1989 under file number 163887;
- (k) An Assignment dated as of November 20, 1989 between the Company and the Trustee recorded with the ICC under record number 15195-H;
- (l) A First Supplement to the Trust Agreement dated as of November 20, 1989 between the Company and the Trustee recorded with the ICC under record number 15195-I;
- (m) A Bill of Sale dated as of November 20, 1989 from the Company to the Trustee recorded with the ICC under record number 15195-J; and
- (n) A Financing Statement executed by the Company, as Debtor, covering the property conveyed by the Assignment dated as of November 20, 1989, and filed with the Secretary of State of Texas on November 30, 1989 under file number 264451.

The prefix letters of certain railroad cars that are described in Exhibit A to the Trust Agreement and also set forth in Part A of Schedule 1 attached hereto and made part hereof have been changed and the parties hereto wish to reflect such changes of record.

NOW, THEREFORE, it is mutually covenanted and agreed, as follows:

1. Exhibit A to the Trust Agreement is hereby amended by substituting for the prefixes of the railroad cars set forth in Part A of Schedule 1 hereto (which are contained in such Exhibit A), the prefixes of the railroad cars set forth in Part B of Schedule 1 hereto.

2. This Modification Agreement shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Trustee under the Trust Agreement or any


other document executed in connection with the Trust Agreement (to the extent that the Trustee is a party thereto or entitled to the benefit thereof). The Trust Agreement and all other documents executed in connection therewith are hereby ratified and confirmed in all respects by the parties thereto.

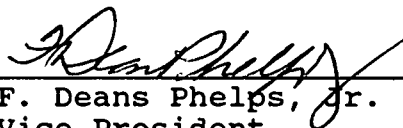
3. This Modification Agreement may be separately executed in counterparts and by the different parties hereto in separate counterparts each of which when so executed shall be deemed to constitute one and the same Modification Agreement.

4. This Modification Agreement shall be binding upon and inured to the benefit of the parties hereto, their heirs, legal representatives, successors and assigns.

TRINITY INDUSTRIES LEASING COMPANY

ATTEST:

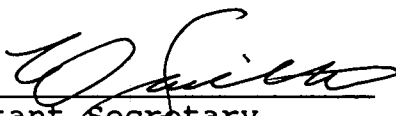

Neil O. Shoop
Assistant Secretary

By: 
F. Deans Phelps, Jr.
Vice President

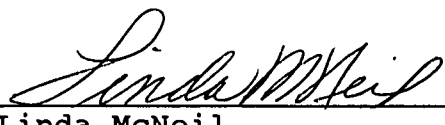
(Corporate Seal)

NCNB TEXAS NATIONAL BANK

ATTEST:


Assistant Secretary

(Corporate Seal)

By: 
Linda McNeil
Vice President

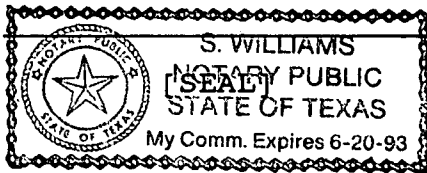
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 25th day of July 1990, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is a Vice President of NCNB TEXAS NATIONAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:

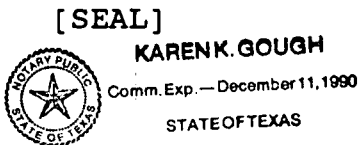


STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 26th day of July 1990, before me personally appeared F. Dean Phelps, Jr. to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen K. Gough
Notary Public

My Commission Expires:



SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
25	33,885 Gal. 112J400W Tank Cars	GWHX 81031-81055

PART B

<u>Quantity and Type</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
25	33,885 Gal. 112J400W Tank Cars	TILX 81031-81055